

# EXHIBIT A



October 30, 2018

Department of Homeland Security  
USCIS Vermont Service Center  
75 Lower Welden St.  
St. Albans, VT 05479-0001

RE: H-1B petition of VcanBio USA Co., Ltd. on behalf of  
Mr. Jiayan Hao, Financial Analyst

Dear Immigration Officer:

We are providing this letter in response to your Request for Evidence (RFE) issued in the above referenced matter. Specifically, your RFE requested additional information regarding the specialty occupation of Financial Analyst at VcanBio USA Co., Ltd. ("VcanBio USA"). As explained below, and supported by the enclosed documentation, we respectfully state the position of Financial Analyst is a specialty occupation and the beneficiary, Mr. Jiayan Hao, possesses the required education for the specialty occupation.

**THE PETITIONER – VCANBIO USA CO., LTD.**

First, we feel it is necessary to provide additional information regarding our company. VcanBio USA's parent company, VcanBio Cell & Gene Engineering Corporation, Ltd. (VcanBio China), is a top Chinese biotech company, focusing on cell therapy, precision medicine and related fields. Publicly traded on the Shanghai Stock Exchange, VcanBio China has the largest cord blood banks in the world, with over 300,000 cord blood units, and owns more than 30 subsidiary biotech companies in China, including Union Stem Cell & Gene Engineering Co. Ltd., Alliancells Bioscience Co. Ltd., Zhongyuan Union Gene Technology Co. Ltd., Zhongyuan Pharma Co. Ltd., and Shanghai Zhicheng Biological Technology Co. Ltd., among others.

To extend its operation worldwide, VcanBio China established two subsidiaries in the United States: VcanBio USA and VcanBio Center for Translational Biotechnology (CTB), both located in Natick, Massachusetts. VcanBio USA focuses on investing in cell and immunotherapy areas in North America, while CTB aims to foster the advance of promising biologics, treatments and new therapies through partnerships and co-development. To do this, CTB locates and provides the infrastructure, expertise and resources necessary to identify and scientifically evaluate innovative projects and programs at various stages of clinical translation. Additionally, CTB

U.S. Citizenship and Immigration Services  
October 30, 2018  
Page 2

performs tests and offers support for preclinical investigation, clinical trial submission and trial implementation.

The investment strategies of VcanBio USA are a critical component of our global strategic initiatives in areas including cell storage, gene detection, biological treatment technology, pharmacy and data-driven scientific research in these and related areas. Through our strategic investment initiatives, and the technical support and services provided by CTB, we are creating an inclusive and innovative "Precision Medicine" platform consisting of the latest technology, first-class talent, most promising companies, and ground-breaking projects, all to benefit and serve the public by providing a single platform for advanced science and technology breakthroughs in cell and immune therapy, precision medicine, and related technologies.

To build this platform, VcanBio USA collaborates with biotech laboratories of top universities, and sponsors their research; invests in startup biotech companies; forms joint ventures; finances strategic mergers and acquisitions within the biotech field; and licenses new biotech technologies. Our mission is to transform breakthrough technologies and innovations into first-in-class medical products by providing capital and services, and our investment philosophy is to invest in product-oriented companies with breakthrough platform technologies with proven potential via both *in vitro* and *in vivo* trials.

As representative examples of our investment activities, VcanBio USA worked as a financial advisor for our parent company, VcanBio China, in forming a joint venture with Eureka Therapeutics, based in California, to develop an innovative therapy against alpha fetoprotein (AFP) that is expected to treat liver cancer; VcanBio USA assisted its parent company acquire Origene Technologies, Inc., a Maryland based company that develops, manufactures and sells genome diagnostic products for academic research and other biotech applications; and through our venture fund, VcanBio USA Healthcare Venture Fund, we have invested into several startup biotech companies, with each investment ranging from \$5 million to \$7.5 million (USD), respectively. Specifically, VcanBio USA invested \$5 million (USD) in Red Oak Medicines, founded by industry leading Harvard Professor David Scadden, M.D. Red Oak Medicines is focusing on a novel treatment for acute myeloid leukemia (AML) and other cancers, which has already been approved for clinical trials in the U.K. and will soon be filed with the Food and Drug Administration for clinical trials in the U.S.

While the U.S./North American investment activities of VcanBio USA continue to expand and develop, we consider ourselves fortunate to be able to build upon the portfolio already established by VcanBio China in Asia and elsewhere. As documented herein, VcanBio China employs in its Investment and Operations Department, six (6) Financial Analysts; three (3) Investment Analysts; two (2) Risk Management Analysts; two (2) Chartered Financial Analysts; two (2) Financial Engineers; and two (2) Compliance Analysts, all of whom possess at least a Bachelor's degree level education in Finance, Accounting, Economics, or related.



U.S. Citizenship and Immigration Services  
October 30, 2018  
Page 3

As explained below, hiring skilled Financial Analysts with at least a Bachelor's degree in Finance, Accounting, Business (with a Finance focus) or related, is critical to the success of our organization's strategic initiatives, and in particular our investment initiatives.

#### **POSITION OFFERED—FINANCIAL ANALYST**

Vcan Bio USA seeks to employ Mr. Jiayan Hao in the position of Financial Analyst. As a member of the investment team of VcanBio USA, he will be involved in the daily activities of our investment activities, including private equity investment in startup companies in biotech and bio-pharma industries, management of the portfolio companies that VcanBio hold shares of, and of the future transactions including merger and acquisition or initial public offerings (IPO).

Particularly, in this position, he will be responsible to:

1. Study the financial data and market changes of the private and public companies which are in the same sector of the portfolio companies that VcanBio holds shares of, including valuation and investment, accounting data, R&D budget, SEC filings, and FDA filings.

This duty requires the theoretical background in finance, accounting, or a related field, to fully understand VcanBio USA investment strategies, the financial realities of our sector (e.g., biotech) due to regulatory and market conditions, as well as the ability to predict with a fair degree of certainty the future of the market based on current trends.

2. Conduct in-depth sector analysis to provide industry and financial trends and forecasts in order to recommend investment and development directions to senior management.

The biotech industry is developing at a rapid pace, and in order to maximize our investment opportunities, we must fully understand our target industry, e.g., breakthrough technologies and research as well as technologies that have become obsolete; which companies have introduced new technologies/drugs, and which phase of development (Phase I, II, or III) is that new drug in; valuation of companies, and factors which may impact that company, for better or worse, in the future; etc. The Financial Analyst must therefore have the theoretical knowledge to fully understand the financial complexities of our target sector, and develop accurate financial trends and forecasts based on this knowledge.

3. Identify investment opportunities by analyzing a target company/investment opportunity's business plans, accounting data, and financial forecasts utilizing financial models and advanced corporate finance and accounting methods.

Similar to how the Financial Analyst must conduct in-depth sector analysis to develop financial trends and forecasts on a macro-level, the Financial Analyst must also have the skills and knowledge to fully analyze the micro-details of a target company/investment opportunity. By understand a target's current financial position and valuation, and potential for growth within the larger sector, we can fully analyze the viability and profitability of a particular investment

U.S. Citizenship and Immigration Services  
October 30, 2018  
Page 4

opportunity. Equally as important, the investment opportunity must complement our mission to transform breakthrough technologies and innovations into first-in-class medical products.

4. Prepare financial data used in the deal structure and build financial models using Discounted Cash Flow (DCF) method to calculate the Net Present Value of a project; Real Options Valuation (ROV) to analyze a project's risks; and Binomial Options Pricing Model (BOPM) to assist in decision making and determine the financial feasibility of an investment, merger and acquisition, joint venture, startup business, project, or other investment opportunity.

DCF is a financial analysis method of valuing a company based on the time value of money (i.e., future cash flows are estimated and discounted by using cost of capital to determine present value). ROV involves factoring in real options, i.e., a tangible asset, to determine the value of an investment opportunity, and BOPM provides a mathematical valuation of an option based on assumptions of a perfectly efficient market. The three methods of valuation, when combined, allow us to fully understand an investment opportunity and develop the deal structure accordingly. These methods, and similar methods, can only be understood and applied by a Financial Analyst with the theoretical knowledge obtained from advanced coursework in finance or related.

5. Compare different deal structures using advanced methods of business and financial modeling, and financial and managerial accounting to identify low risk and high return deal structures.

Deal structures in the life sciences industry can be very different from other industries. First, the prevalence of intellectual property (IP) licenses in the industry creates an issue of who actually owns the technology in question, and IP license agreements each provide different terms for fees, royalties, equity interest, and so forth. Second, valuation and investment risk factors are further complicated by industry specific IP, legal, regulatory, and other factors. The Financial Analyst must therefore have an in-depth knowledge of various deal structures, and the appropriateness of a particular deal structure for the investment in question. In addition, when determining the appropriate deal structure, factors such as terms of an IP license, shareholders' interests, valuation of the company, research development stage (i.e., how soon will the product be on market), market size, and various market risk factors are taken into account.

6. Perform due diligence to investigate the business and management practice of a target opportunity, including assessment of methods and policies of the target company's management in the administration and the use of resources, tactical and strategic planning, and employee and organizational improvement; audit the financial reports and financial reporting processes to ensure a target company's financial statements are accurate and complete. Complete the business and finance sections of the due diligence reports.

As part of an initial public offering (IPO), a seller is required to disclose material information related to the item being sold. Due diligence is the process by which a buyer, or investor, ensures all information provided is true and accurate. Only a Financial Analyst with an in-depth understanding of advanced finance and accounting principles will be able to ensure a target



U.S. Citizenship and Immigration Services  
 October 30, 2018  
 Page 5

company's financial statements are accurate and complete. Furthermore, assuming the financial statements are accurate and complete, an investigation of a target company's management methods and policies, tactical and strategic planning, and employee and organizational improvement policies, will determine if a target company was fully realizing its financial potential and utilizing its resources in a fiscally responsible manner. Determining whether a target company is under-performing or over-performing, financially responsible or wasteful, etc. is a critical component of any investment strategy, and particularly important in the biotech field in light of the many market uncertainties and risks inherent in the industry. The Financial Analyst must have a solid understanding of core financial due diligence methods in order to complete this critical task.

7. Improve a portfolio company's financial status by analyzing results, monitoring variances, identifying trends, and recommending actions to the management of the companies.

Within our industry, a new drug or technology may undergo years of clinical trials prior to being introduced to market. The value of a portfolio company may therefore fluctuate over time, requiring the Financial Analyst to continually assess the current value of a project, future risk factors, and how those risk factors will financially impact the portfolio company in the future. Similarly, as a portfolio company enters a new phase of clinical trials, the financial value will likely change, requiring us to adjust our valuation and share price accordingly. As such, the Financial Analyst must not only have the business acumen to develop an in-depth understanding of our industry, and the various financial risks and capital requirements that can be expected at each stage of development, but must also have the advanced financial analysis skills to value and revalue a company during the various stages of development. In addition, the Financial Analyst will determine when to invest/allocate capital in order to maximize project success rate, and coordinate with the relevant scientists and researchers in strategic financial planning and budgeting for future success.

8. Develop various types of financial models to value debt and equity involved in mergers and acquisitions, and capital raising transactions for portfolio companies.

Compared to other industries, the life sciences/biotech industry is inherently complex due to length of research and development, clinical trials, etc. The Financial Analyst must therefore develop financial models that take into account the complexities of our industry, and incorporate the correct input parameters. The Financial Analyst will need to consider factors such as cash flow size, time of cash flow, and probability of cash flows at various stages of the process in order to determine a discount rate (i.e., the interest rate used in discounted cash flow analysis to determine the present value of future cash flows). Because biotech investments generally carry high risk, it is important to determine a discount rate that accounts for the loss of value over time. In addition, it is difficult to determine exact costs of preclinical research, clinical trials, etc., not to mention success rate, creating challenges in developing an accurate financial valuation model. The Financial Analyst must therefore fully understand the product under development (through discussions with the researcher or scientist), and then compare his/her findings to financial results of similar projects, in order to determine accurate cost estimates. In building the financial model, the Financial Analyst will be required to take all these factors into consideration, and

U.S. Citizenship and Immigration Services  
October 30, 2018  
Page 6

use his/her financial modeling knowledge to translate scientific discoveries into quantitative financial data the investment committee can use to make informed decisions.

9. Contribute to team efforts by accomplishing related private equity investment and portfolio company management as needed.

Private equity investment is complicated, and our investment strategies are further complicated by the nature of the biotech industry. The Financial Analyst will therefore be a major contributor to team efforts to ensure all private equity investment strategies are consistent with VcanBio USA's focused investment strategy. The Financial Analyst will be a critical player in the detailed review, investigation and analysis of private equity funds or direct investments in companies, and will contribute his/her financial expertise to the structuring and negotiation of potential investments to ensure those investments are consistent with our investment priorities and focus. Furthermore, the Financial Analyst will greatly contribute his/her financial expertise to the management of portfolio companies, including determining exit strategies when/if necessary.

As is evident from the above, these are complex duties that in our professional opinion can only be completed by a Financial Analyst who has obtained an advanced theoretical knowledge of finance principles through the obtainment of at least a Bachelor's degree in accounting, finance, business administration (finance) or other related discipline.

In general, a Bachelor's degree in accounting, finance, business administration (finance), or related, will involve advanced coursework providing the theoretical knowledge required to perform the duties of the Financial Analyst position at VcanBio USA, including but not limited to coursework incorporating the following:

- Financial accounting: providing in-depth studies of financial transaction analysis, and financial accounting for investments, receivables, inventories, tangible and intangible assets, liabilities, equity, etc.
- Finance: providing students with the theoretical knowledge to (1) perform valuation of cash flows; (2) make capital budgeting decisions through the use of advanced concepts including time value of money and discounted cash flow analysis; (3) assess the relation between risk and return and integrate that knowledge to determine corporate cost of capital; and (4) understand the role of debt and equity in corporate capital structure.
- Investment analysis and portfolio management: providing in-depth analysis of optimal investment strategies, including balancing risk with returns, extracting maximum gains with minimum exposure, and creating portfolios that ultimately benefit all parties involved.
- Entrepreneurial activity and private equity: providing an advanced overview of elements of entrepreneurial activity and private equity investment, including evaluation and planning of start-up businesses, financing, merger and acquisition activities, leveraged buyouts, and alternative exit strategies.



U.S. Citizenship and Immigration Services  
October 30, 2018  
Page 7

- Investment banking/analysis: providing advanced skills in capital raising, leveraged buyouts, strategic merger and acquisition transactions, valuation, accretion/dilution, among other advanced investment skills.
- Microeconomics and Macroeconomics: providing in-depth knowledge of advanced economic principles (macroeconomics) and how markets/prices are modified and influenced by private organizations, government policy, regulations, etc. (microeconomics).
- Fixed income analysis: providing advanced skills to evaluate any fixed income instrument; understand the mechanics of hedging and other trading and portfolio strategies; and understand key features of both traditional and derivative fixed income instruments.
- Business management: inevitably any finance, accounting, etc. degree will involve advanced courses in business management, and related, providing the student with advanced skills in assessing the impact of a particular business or industry on financial models, etc.

The skills and knowledge obtained in the above courses are directly relevant to the duties of Financial Analyst, and are critical to successfully and efficiently perform the duties of the Financial Analyst position.

#### **VCANBIO USA'S HIRING PRACTICES**

As evident from the above, a Bachelor's degree in accounting, finance, business administration (finance), or related, is required for the Financial Analyst position. We have enclosed a LinkedIn job announcement that further confirms our hiring practices for this position.

As further evidence of our hiring practices, we have enclosed documentation regarding our parent company, VcanBio China, and its financial experts including six (6) Financial Analysts; three (3) Investment Analysts; two (2) Risk Management Analysts; two (2) Chartered Financial Analysts; two (2) Financial Engineers; and two (2) Compliance Analysts, all of whom possess at least a Bachelor's degree level education in finance, accounting, economics, or related.

In addition, we have enclosed an organizational chart for VcanBio USA, including our investment team consisting of a Chief Investment Officer, an Investment Associate, and now two Financial Analysts. Prior to hiring two Financial Analysts at our U.S. operations, the Financial Analyst duties were performed by the Chief Investment Officer, and the Investment Associate. As documented herein, the Chief Investment Officer has nearly twenty years of directly relevant investment experience. Furthermore, the Investment Associate has several years of finance experience in addition to a Bachelor of Commerce degree from Monash University in Australia. As is clear from the academic transcripts, the Bachelor of Commerce degree is essentially a Bachelor's degree in Finance, or a related degree, as evident by extensive coursework in finance, accounting, economics, business, etc.

As we continue to grow the investment team in the U.S., we will continue to adhere to the hiring practices established by our parent company as we firmly believe that only a Financial Analyst



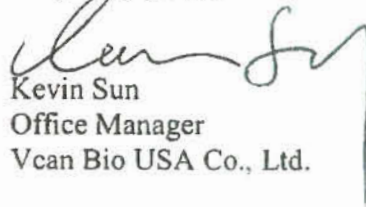
U.S. Citizenship and Immigration Services  
October 30, 2018  
Page 8

with the advanced knowledge obtained from Bachelor's level coursework in the field can perform the duties of the position.

In our professional opinion, Mr. Hao meets our hiring requirements for the Financial Analyst position by virtue of possessing at least a Bachelor's degree in accounting, finance, business administration (finance), or related.

Should you need any additional documentation regarding the Financial Analyst position, or Mr. Hao's qualifications, please feel free to contact me. We look forward to your favorable review of the H-1B petition filed by VcanBio USA on behalf of Mr. Hao so that he may fulfill the job duties of Financial Analyst.

Very truly yours,



Kevin Sun  
Office Manager  
Vcan Bio USA Co., Ltd.